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BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D. C.

Joint Application of

AMERICAN AIRLINES, INC.

and

LINEA AEREA NACIONAL CHILE,
S.A. (LAN CHILE)

under 49 USC 41308 and 41309 for
approval of and antitrust immunity
for alliance agreement

Application of

LINEA AEREA NACIONAL CHILE, S.A.
(LAN CHILE)

for an exemption under 49 USC 40109

Joint Application of

AMERICAN AIRLINES, INC. and
LINEA AEREA NACIONAL CHILE, S.A.
(LAN CHILE)

for a statement of authorization under
14 CFR Parts 207 and 212 (reciprocal
codeshare services)

OST-97-3285-32

OST-97-2982-21

Undocketed

MOTION FOR LEAVE TO FILE AND RESPONSE OF
AMERICAN AIRLINES, INC. TO UNITED AIR LINES,
INC. AND CONTINENTAL AIRLINES, INC.

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April 9, 1998

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D. C.

Joint Application of :
 :
AMERICAN AIRLINES, INC. :
and : OST-97-3285
LINEA AEREA NACIONAL CHILE, :
S.A. (LAN CHILE) :
 :
under 49 USC 41308 and 41309 for :
approval of and antitrust immunity :
for alliance agreement :

Application of :
 :
LINEA AEREA NACIONAL CHILE, S.A. : OST-97-2982
(LAN CHILE) :
 :
for an exemption under 49 USC 40109 :

Joint Application of :
 :
AMERICAN AIRLINES, INC. and :
LINEA AEREA NACIONAL CHILE, S.A. : Undocketed
(LAN CHILE) :
 :
for a statement of authorization under :
14 CFR Parts 207 and 212 (reciprocal :
codeshare services) :

MOTION FOR LEAVE TO FILE AND RESPONSE OF
AMERICAN AIRLINES, INC. TO UNITED AIR LINES,
INC. AND CONTINENTAL AIRLINES, INC.

American Airlines, Inc. hereby moves for leave to
file the following response to the reply and motion submitted
by United Air Lines, Inc. on April 2, 1998, and to the answer,
consolidated surreply, and motion submitted by Continental
Airlines, Inc. on April 7, 1998.

The Department should not accept such unauthorized pleadings by United and Continental. These pleadings add nothing new, but merely continue these carriers' standard practice of seeking to have the last word in virtually every contested proceeding.

In Order 98-2-21, February 20, 1998, the Department directed interested parties to file comments "no later than 21 days from the date that this order is served, and replies shall be filed no later than 7 business days after the last day for filing answers" (p. 4, ordering ¶ 3). The Department did not provide a special opportunity for United and Continental to file responses to replies, nor did the Department say that United and Continental are entitled to respond to late-filed objections by stand-ins such as Newark and Aeromexico.

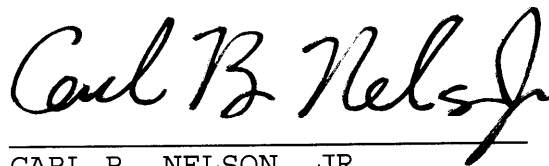
United and Continental have offered no legitimate basis for the Department to accept their unauthorized pleadings. As they have done so frequently in other proceedings, United and Continental have merely reheated the same rhetoric they served up in their initial comments, without providing anything new.

Continental's document is particularly offensive to orderly administrative procedures. Continental devotes a good portion of its paper to a phony "surreply" to Newark and to Aeromexico. Newark, of course, is a Continental proxy that

filed a "consolidated reply" on March 24, 1998, when it should have submitted an objection on March 13, 1998, as provided by the Department's order. And Aeromexico, as we noted in our motion of March 27, 1998 to strike, is a codeshare ally of both United and Delta, and also submitted transparently late objections under the guise of a "reply." It is clearly an abuse of process for opposing parties to submit a series of unauthorized pleadings, and then continue the charade by "responding" to one another.

The Department should reject United's reply and motion, and Continental's answer, consolidated surreply, and motion. The Department should promptly issue a show-cause order tentatively approving the proposed American/Lan Chile transaction.

Respectfully submitted,

A handwritten signature in black ink, reading "Carl B. Nelson, Jr." in a cursive script. The signature is written over a horizontal line.

CARL B. NELSON, JR.
Associate General Counsel
American Airlines, Inc.

April 9, 1998

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document by fax or first-class mail on all persons named on the service list in this proceeding.


CARL B. NELSON, JR.

April 9, 1998